

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLACKROCK BALANCED CAPITAL
PORTFOLIO (FI), et al.,

Plaintiffs,

v.

HSBC BANK USA, NATIONAL
ASSOCIATION,

Defendant.

14-CV-9366-LGS-SN

**STIPULATION OF VOLUNTARY DISMISSAL WITH PREJUDICE OF
PLAINTIFFS' CLAIMS CONCERNING HOMESTAR MORTGAGE ACCEPTANCE
CORP. 2004-3 AND HOMESTAR MORTGAGE ACCEPTANCE CORP. 2004-4 TRUSTS**

WHEREAS, certain Plaintiffs assert claims against Defendant HSBC Bank USA, National Association ("HSBC") for the following two (2) Trusts in this action:

Homestar Mortgage Acceptance Corp. 2004-3
Homestar Mortgage Acceptance Corp. 2004-4

(together, the "Two HMA Securitizations");

WHEREAS, Bimini Capital Management, Inc. ("Bimini") is the holder of 100 percent interest in each of the Class C Certificates issued in connection with the Two HMA Securitizations;

WHEREAS, on June 28, 2018, Bimini informed the related trustee and securities administrator of its intention to exercise its Optional Termination Rights under the Pooling and Servicing Agreements which govern the Two HMA Securitizations indicating a final distribution date of August 27, 2018;

WHEREAS, the Optional Termination Rights exercised by Bimini provide Bimini or its designee with the right to purchase or cause the purchase of all outstanding mortgage loans and REO properties and other assets of the Two HMA Securizations and will result in all principal and interest to be paid in full to each of the outstanding classes of Certificates in the Two HMA Securizations, other than the Class C Certificates held by Bimini;

WHEREAS, Bimini, as holder of the Class C Certificates, believes it will be the only party that sustains any losses in connection with the termination of the Two HMA Securizations;

WHEREAS, Bimini has requested that the Two HMA Securizations be dismissed from the lawsuit against HSBC because in the absence of such dismissal the Plaintiffs' claims concerning the Two HMA Securizations would trigger the imposition of a material holdback in connection with Bimini's exercise of the Optional Termination Rights; and

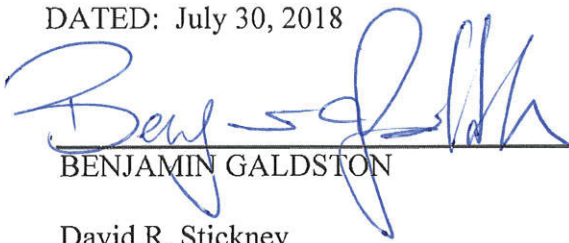
WHEREAS, based upon Bimini's specific assurances that there will not be any losses to any party other than Bimini with respect to the Two HMA Securizations, Plaintiffs wish to voluntarily dismiss with prejudice the claims against HSBC as to the Two HMA Securizations; and therefore

IT IS HEREBY STIPULATED AND AGREED, by and among counsel for Plaintiffs, HSBC and Bimini that:

1. Plaintiffs' claims against HSBC in this action arising out of or related to the Two HMA Securizations are voluntarily dismissed with prejudice pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), with each party to bear its own respective costs and attorney's fees.

2. This voluntary dismissal with prejudice shall apply only with respect to the Two HMA Securizations, identified herein, and shall not apply to Plaintiffs' claims regarding other trusts that are at issue in this action.

DATED: July 30, 2018



BENJAMIN GALDSTON

David R. Stickney
Timothy A. DeLange
Benjamin Galdston
Lucas E. Gilmore
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
12481 High Bluff Drive, Suite 300
San Diego, CA 92130
Tel: (858) 793-0070
Fax: (858) 793-0323
Email: davids@blbglaw.com
timothyd@blbglaw.com
beng@blbglaw.com
lucas.gilmore@blbglaw.com

*Attorneys for Plaintiffs BlackRock
Balanced Capital Portfolio (FI), et al.*



EDWARD C. REDDINGTON

Kevin M. Hodges
George A. Borden
Andrew W. Rudge
Edward C. Reddington
Vidya A. Mirmira
WILLIAMS & CONNOLLY LLP
725 Twelfth Street, N.W.
Washington, DC 20005-5901
Tel: (202) 434-5000
Fax: (202) 434-5029
Email: gbordon@wc.com
khodges@wc.com
arudge@wc.com
ereddington@wc.com
vmirmira@wc.com

Attorneys for Defendant HSBC Bank USA, N.A.

PATRICK J. BOYLE

Patrick J. Boyle
VENABLE, LLP
1270 Avenue of the Americas, 24th Fl.
New York, NY 10020
Tel: (212) 307-5500
Fax: (212) 307-5598
Email: pboyle@venable.com

*Attorneys for Bimini
Capital Management, Inc.*

DATED: July 30, 2018

BENJAMIN GALDSTON

David R. Stickney
Timothy A. DeLange
Benjamin Galdston
Lucas E. Gilmore
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
12481 High Bluff Drive, Suite 300
San Diego, CA 92130
Tel: (858) 793-0070
Fax: (858) 793-0323
Email: davids@blbglaw.com
timothyd@blbglaw.com
beng@blbglaw.com
lucas.gilmore@blbglaw.com

*Attorneys for Plaintiffs BlackRock
Balanced Capital Portfolio (FI), et al.*



PATRICK J. BOYLE

Patrick J. Boyle
VENABLE, LLP
1270 Avenue of the Americas, 24th Fl.
New York, NY 10020
Tel: (212) 307-5500
Fax: (212) 307-5598
Email: pboyle@venable.com

*Attorneys for Bimini
Capital Management, Inc.*

KEVIN M. HODGES

Kevin M. Hodges
George A. Borden
Andrew W. Rudge
Edward C. Reddington
Vidya A. Mirmira
WILLIAMS & CONNOLLY LLP
725 Twelfth Street, N.W.
Washington, DC 20005-5901
Tel: (202) 434-5000
Fax: (202) 434-5029
Email: gbordon@wc.com
khodges@wc.com
arudge@wc.com
ereddington@wc.com
vmirmira@wc.com

Attorneys for Defendant HSBC Bank USA, N.A.